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**STATE OF WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION**

IN THE MATTER OF DETERMINING
Whether there has been a violation
of the Securities Act of the State
of Washington by:

Tri Energy, Inc. et al; their employees and agents

Respondents.

S-04-181-05-CO01

CONSENT ORDER TO CEASE AND DESIST
AND VACATING SUMMARY ORDER S-04-
181-05-TO01 AS TO RESPONDENT MILDRED
STULTZ

THE STATE OF WASHINGTON TO: Mildred Stultz

Pursuant to the Securities Act of Washington, RCW 21.20, the Securities Division of the Department of Financial Institutions and Respondent, Mildred Stultz, do hereby enter into this CONSENT ORDER in settlement of the matters alleged herein. Respondent neither admits nor denies the Securities Division's allegations set forth in the Findings of Fact or Conclusions of Law.

The Securities Division finds as follows:

FINDINGS OF FACT

I. Respondents

1. H & J Energy Company, Inc. (H & J Energy), a Nevada corporation, with corporate offices at 350 S Center Street, Suite 500, Reno, Nevada represents that it is in the business of coal mining.
2. Marina Investors Group, Inc. (Marina Investors Group), a California corporation, with corporate offices of 1801 Lincoln Blvd. Suite 113, Venice CA, 90291 and 3017 Washington Blvd, Suite 115, Marina Del Rey, California, represents that it is in the business of movie and music production.

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1 3. Tri Energy, Inc. (Tri Energy), a Nevada corporation, with corporate offices of 2533 N Carson
2 Street Box T-305, Carson City, Nevada represents that it is in the business of coal mining.

3 4. Thomas Avery (Avery) of Moreno Valley, California is the Senior Vice President and Vice
4 Chairman of Tri Energy. Avery is the Secretary of H & J Energy.

5 5. Lowell Decker (Decker) of Placerville, California is an agent of Tri-Energy.

6 6. Robert Jennings (Jennings) of Perris, California is the President and Chairman of Tri Energy.
7 Jennings is the President and Treasurer of H & J Energy.

8 7. Henry Jones (Jones) of Culver City, California is the owner of Marina Investors Group.

9 8. Arthur Simburg (Simburg) of Los Angeles, California is the Senior Vice President of Tri
10 Energy, Inc.

11 9. Mildred Stultz of Bremerton, Washington is an agent of Tri Energy.

12 10. Ronald Stultz of Bothell, Washington is an agent of Tri Energy.

13 II. Nature of the Offering

14 11. Beginning no later than September 2003 and continuing through at least January 2005, H & J
15 Energy, Tri Energy, Avery, Decker, Jennings and Simburg have raised over \$2,500,000 from offers and
16 sales to at least 49 Washington investors towards funding coal mine operations of Tri Energy and H & J
17 Energy and a Middle East gold investment organized by Marina Investors Group and Jones. Mildred and
18 Ronald Stultz acting in concert with and on behalf of respondents H&J Energy, Tri Energy, Avery, Decker,
19 Jennings, Simburg, Marina Investors Group and Jones solicited and introduced many of the investors to
20 these investment opportunities.

21 How investors learned of Tri Energy the investment opportunity

22 12. Many of the investors learned of the investment opportunity through Mildred and Ronald
23 Stultz. Investors met Mildred Stultz through Millionaire Mind seminars run by Peak Potentials Training,

1 Inc. of North Vancouver, Canada. Millionaire Mind seminars, lead by motivational speaker T. Harv Eker,
2 are designed to help people “develop a millionaire mind” and “reach their financial potential.” Mildred
3 Stultz met people during the networking segment of seminars and told them about the Tri Energy
4 investment opportunity. Mildred Stultz provided the potential investors with a telephone number for a
5 nightly conference call coordinated by Decker for Tri Energy.

6 What Investors were told

7 13. When the investors called the conference call telephone number, they were introduced to
8 Simburg and Jennings who explained to them the investment opportunity in Tri Energy and directed the
9 callers to the company web site, www.trienergy.net, for additional information.

10 14. Early investors were told that their money was going toward the development of Tri Energy’s
11 coal mines while later investors were told that they had the option to invest in either the coal mines or a gold
12 investment based upon the amount of money invested, and even later investors were told that Tri Energy
13 was using nearly all the money they raised for the gold deal with only a small portion going towards the coal
14 mine operations.

15 15. Jennings and Simburg told the investors that they would double their investment in 30 to 60
16 days by investing in Tri Energy. Investors were also told that if they invested \$100,000 the money was
17 going to be used for an investment in a gold transaction through Jones and Marina Investors Group and that
18 they could triple their money in the gold investment. Simburg and Jennings said that the money was going
19 toward the gold investment because they were going to get so much money from that transaction that they
20 would be able to pay the investors back and finance the development and expansion of the coal mine
21 operations.

22 16. Investors were told that Jones was facilitating the sale and transfer of 5,000 metric tons of
23 Israeli gold to Dubai. Investors were told that the gold was stored in Jordan, that the deal was going to be

1 finalized in Luxemburg and that it was politically sensitive because the countries involved would not want
2 the public to know they were conducting business with one another. Investors were told that their money
3 was going to be used to pay costs, including legal fees and storage fees, associated with the transaction.

4 17. Individuals that showed interest in the investment opportunities were sent a packet of
5 information that included a memo from Simburg on Tri Energy letterhead explaining particular coal mine
6 acquisitions the company was making, a promissory note stating that the investor would receive their
7 principal and 100% interest in sixty days or principal and 200% interest if the money is used for the Marina
8 Investors Group project. The packet of information also included a coal mine project evaluation and wire
9 instructions for where investors should send their money.

10 H & J Energy Investment

11 18. At least one Washington resident invested in H & J Energy in October and again in
12 November 2003. The investor was told that he would triple his money in three to four weeks. Much like
13 many of the Tri Energy investors, the H & J investor was told that his money was going toward a gold
14 transaction in the Middle East. The H & J investor was told that his investment was secured by coal mining
15 operation owned by H & J Energy.

16 III. Misrepresentations and Omissions

17 19. The offering material provided by to investors failed to provide financial statements for Tri
18 Energy, H & J Energy or Marina Investors Group. H & J Energy and Tri Energy investors were not provided
19 with material information regarding the current and long-term profitability expectations for the coal mines
20 purportedly controlled by H & J Energy and Tri Energy. Additionally, investors were not provided with
21 material information regarding the ability of Tri Energy and Marina Investors Group to pay their stated rates of
22 investment return.

1 IV. Registration Status

2 20. H & J Energy, Marina Investors Group and Tri Energy are not currently registered to sell their
3 offering of investment opportunities in the state of Washington and have not previously been so registered.

4 21. Avery, Decker, Jennings, Jones, Simburg, Mildred Stultz and Ronald Stultz are not currently
5 registered as securities salespersons or broker-dealers in the state of Washington.

6 Based on the foregoing Findings of Fact, the following Conclusions of Law are made.

7 **CONCLUSIONS OF LAW**

8 I. Securities

9 22. The offer and/or sale of the investment opportunities described above constitutes the offer
10 and/or sale of a security as defined in RCW 21.20.005 (10) and (12).

11 II. Anti-Fraud Provision

12 23. The offer and/or sale of said securities was made in violation of RCW 21.20.010 because, as set
13 forth in the Findings of Fact, Respondents misstated or omitted to state material facts necessary in order to
14 make the statements made, in the light of the circumstances under which they were made, not misleading.

15 III. Registration of Securities

16 24. The offer and/or sale of said securities is in violation of RCW 21.20.140, the registration section
17 of the Securities Act, because no registration for such offer and/or sale is on file with the Securities
18 Administrator of the state of Washington.

19 IV. Registration of Broker-Dealer and Salespersons

20 25. Respondents Avery, Decker, Jennings, Jones, Simburg, Mildred Stultz and Ronald Stultz have
21 each violated RCW 21.20.040 by offering and/or selling said securities while not being registered as a broker-
22 dealer or securities salesperson in the state of Washington.

1 **CONSENT ORDER**

2 Based upon the foregoing:

3 IT IS AGREED AND ORDERED that Mildred Stultz shall cease and desist from violation of
4 RCW 21.20.010, the anti-fraud section of the Securities Act of Washington.

5 IT IS FURTHER AGREED AND ORDERED that Mildred Stultz shall cease and desist from the
6 sale of unregistered securities in violation of RCW 21.20.140.

7 IT IS FURTHER AGREED AND ORDERED that Mildred Stultz shall cease and desist from
8 acting as an unregistered securities broker/dealer or salesperson in violation of RCW 21.20.040.

9 IT IS FURTHER AGREED that the Securities Division has jurisdiction to enter this Order.

10 IT IS FURTHER AGREED that in consideration of the foregoing Mildred Stultz waives her right
11 to a hearing in the matter and judicial review of this order.

12 IT IS FURTHER AGREED that Mildred Stultz shall be liable for and shall pay a fine in the
13 amount of \$10,000, the entire amount which is suspended based on future compliance with this Order.

14 IT IS FURTHER AGREED that Mildred Stultz will cooperate with the Securities Division's
15 continued investigation, including being interviewed by Securities Division staff and producing records to
16 the Securities Division pertaining to this matter.

17 In consideration of the foregoing, Mildred Stultz withdraws her request for a hearing and waives
18 her right to a hearing on this matter, and the State of Washington, Department of Financial Institutions,
19 Securities Division hereby vacates Summary Cease and Desist Order S-04-181-05-TO01 as to Mildred
20 Stultz.
21

22 WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.
23

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25 CONSENT ORDER TO CEASE AND DESIST
26 AND VACATING SUMMARY ORDER

1 DATED this 27th day of April, 2006

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3 Signed by:

4 _____/s/_____
Mildred Stultz

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6 Approved for entry by:
MYERS & PARKER, P.L.L.C.

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8 _____/s/_____
9 Michael D. Myers
Attorneys for Mildred Stultz

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11 SIGNED and ENTERED this 18th day of May, 2006

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MICHAEL E. STEVENSON
15 Securities Administrator

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17 Approved by:

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Suzanne Sarason
20 Chief of Compliance & Examinations

Presented by:

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Tyler Letey
23 Financial Legal Examiner

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25 CONSENT ORDER TO CEASE AND DESIST
26 AND VACATING SUMMARY ORDER